



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECORDATION NO. 8178

Filed & Recorded

November 7, 1977

NOV 22 1977 - 2 20 PM

7-328A155

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald  
Secretary  
The Interstate Commerce Commission  
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe  
Railway Company, Equipment Trust,  
Series K  
Supplement No. 3, dated November 1, 1977

Dear Mr. Oswald:

Enclosed herewith for filing and recording with the Commission, pursuant to Section 20c of the Interstate Commerce Act, are two executed counterparts of a Supplement, dated as of November 1, 1977, between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee"). The Supplement constitutes an amendment to an Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1976, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series K was created. The Trust Agreement was filed and recorded with the Commission on January 12, 1976, and assigned Recordation No. 8178.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

- 6 50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), Nos. 999732 to 999737, both inclusive

For the convenience of the parties, I have enclosed four additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

Mr. Robert L. Oswald  
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November 7, 1977

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe  
Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604

The Trustee:


Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60690

The Vendor:

International Car Company  
P. O. Box 222  
Kenton, Ohio 43326

A check in the amount of \$10.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

  
R. K. Knowlton  
General Counsel

DBC/LBM/jmb

Enclosures

EQUIPMENT TRUST, SERIES K

NOV 22 1977 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of November 1, 1977, to Equipment Trust Agreement, dated as of January 1, 1976 (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), and Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series K, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbered 999732 to 999737 .....	\$51,073	<u>\$306,438</u>
Total Additional Equipment .....			<u>\$306,438</u>

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By

*Don Harper*  
Vice President-Finance

ATTEST:

*C. F. Beisinger*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK  
as Trustee

By   
Vice President

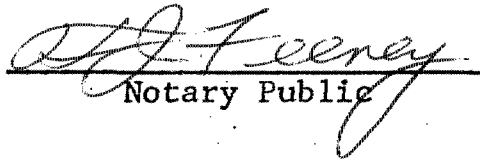
ATTEST:

  
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS     )  
                              )     SS  
COUNTY OF COOK        )

On this 10<sup>th</sup> day of November, 1977, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

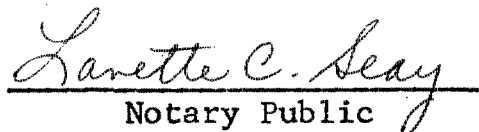
  
Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1981

STATE OF ILLINOIS     )  
                              )     SS  
COUNTY OF COOK        )

On this 16<sup>th</sup> day of November, 1977, before me personally appeared R. S. STAM, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

## [EQUIPMENT TRUST, SERIES K]

Revised in accordance with  
Supplement No. 3 dated as of November 1, 1977

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	77-ton air dump Gondola Cars with roller bearing trucks (Class Ga-193), DIFCO, Inc., builder; numbered 186200 to 186229, both inclusive .....	\$42,500	\$ 1,275,000
150	65' high side Gondola Cars with roller bearing trucks (Class Ga-192), Santa Fe Rail Equipment Company, builder; numbered 169000 to 169149, both inclusive .....	33,500	5,025,000
100	50'6" high cube Box Cars with lading anchors, cushion under-frame and roller bearing trucks (Class Bx-181), Berwick Forge and Fabricating Division of Whittaker Corp., builder; numbered 45685 to 45784, both inclusive .....	34,100	3,410,000
200	50'6" Box Cars with belt rails, lading anchors, cushion under-frame and roller bearing trucks (Class Bx-180), Berwick Forge and Fabricating Division of Whittaker Corp., builder; numbered 501700 to 501899, both inclusive .....	33,000	6,600,000
221	100-ton triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179079 to 179299, both inclusive .....	37,000	8,177,000
100	68' Flat Cars with roller bearing trucks (Class Ft-88), Thrall Car Manufacturing Co., builder; numbered 94600 to 94699, both inclusive .....	41,000	4,100,000
50	50' Flat Cars with covers for coil steel service and roller bearing trucks (Class Ft-89), Thrall Car Manufacturing Company, builder; numbered 91930 to 91979, both inclusive ..	36,000	1,800,000
400	Cross Hopper Cars with roller bearing trucks (Class Ga-195), Greenville Steel Car Company, builder; numbered 179300 to 179699, both inclusive .....	25,140	10,056,000

Cont.

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
350	65' high side Gondola Cars with roller bearing trucks (Class Ga-196), Greenville Steel Car Company, builder; numbered 169150 to 169499, both inclusive .....	\$28,000	\$ 9,800,000
50	4180 cu. ft. capacity Airslide Covered Hopper Cars with roller bearing trucks (Class Ga-197), General American Transportation Corporation, builder; numbered 310580 to 310629, both inclusive .....	41,100	2,055,000
18	89'4" enclosed Tri-Level Auto Rack Cars (Class Ft-90), Whitehead and Kales Company, builder; numbered 700167 to 700184, both inclusive .....	57,000	1,026,000
150	61' 100-ton Insulated Box Cars will roller bearing trucks (Class Bx-184), Pacific Car and Foundry Company, builder; numbered 622100 to 622249, both inclusive .....	50,500	7,575,000
6	50-ton Cabooses with roller bearing trucks (Class Ce-8), International Car Company, builder; numbered 999732 to 999737, both inclusive .....	51,073	<u>306,438</u>
			<u>\$61,205,438</u>